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*Attorneys for Court-Appointed Receiver R. Wayne Klein*

**UNITED STATES DISTRICT COURT FOR THE DISTRICT OF UTAH  
CENTRAL DIVISION**

<p>SECURITIES AND EXCHANGE COMMISSION,  Plaintiff, v.  NATIONAL NOTE OF UTAH, LC, a Utah Limited Liability Company and WAYNE LaMAR PALMER, and individual,  Defendants.</p>	<p><b>FIFTEENTH INTERIM FEE APPLICATION FOR RECEIVER AND RECEIVER'S PROFESSIONALS FOR SERVICES RENDERED FROM JANUARY 1, 2018 THROUGH MARCH 31, 2018</b>  2:12-cv-00591-BSJ  The Honorable Bruce S. Jenkins</p>
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In accordance with the *Order Appointing Receiver and Staying Litigation* (the “Receivership Order”),<sup>1</sup> R. Wayne Klein, the Court-Appointed Receiver (the “Receiver”) of National Note of Utah, LC (“National Note” or “NNU”), as well as certain subsidiaries and entities affiliated with National Note, and the assets of Wayne LaMar Palmer (“Palmer”), collectively, the “Receivership Entities” hereby submits this Fourteenth Interim “Fee Application,” seeking approval by the Court of fees and expenses incurred by the Receiver, the Receiver’s forensic accountants, Klein and Associates, PLLC (“Klein and Associates”), and the Receiver’s legal counsel, Dorsey & Whitney LLP (“Dorsey”), for the period of January 1, 2018 through March 31,

<sup>1</sup> Docket No. 9.

2018 (the “Application Period”), and authorization to pay all authorized fees and expenses from unencumbered funds of the Receivership Estate. The Receiver and Klein and Associates are seeking approval of fees in the total amount of \$11,542.50, and Dorsey is seeking approval of fees in the total amount of \$21,528.75 and expense reimbursement in the amount of \$195.84

This Fee Application was provided to the United States Securities and Exchange Commission (“SEC”) for review, comment and objection prior to filing. The SEC has reviewed the Fee Application and the Receiver understands that there is no objection by the SEC to relief sought herein.

In support hereof, the Receiver states as follows.

#### I. BACKGROUND

1. On June 25, 2012, this case was commenced by the SEC against Defendants Palmer and National Note in this Court. The SEC alleged, among other things, that Defendants Palmer and National Note engaged in securities fraud and operated a scheme that took over \$100 million from more than 600 investors.

2. The SEC filed several *ex parte* motions on June 25, 2012, all of which were granted by the Court. In particular, the Court entered the Receivership Order, appointing the Receiver and authorizing the Receiver to employ professionals to assist him with his duties.<sup>2</sup>

3. Upon his appointment, and in accordance with the Receivership Order, the Receiver employed the Dorsey as his legal counsel and Klein and Associates as his forensic accountants, and such retention was approved by the Court.<sup>3</sup> Neither the Receiver nor any of his professionals

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<sup>2</sup> Receivership Order ¶ 58.

<sup>3</sup> Docket No. 14 (Order Authorizing Receiver to Employ Professionals).

have entered into an any agreement, written or oral, express or implied, with any person or entity concerning the amount of compensation paid or to be paid from the Receivership Estate, or any sharing thereof.

4. On December 9, 2013, the Court entered an Order approving the Receiver's first *Interim Fee Application for Receiver and Receiver's Professionals for Services Rendered from June 25, 2012 Through December 31, 2012*,<sup>4</sup> allowing and authorizing payment of \$320,914.50 to Klein & Associates, and \$103,730.75 to Dorsey for fees and services rendered during the applicable period, and payment of \$38,841.94 to Klein & Associates, and \$1,599.82 to Dorsey for reimbursement of out of pocket expenses for the same period. These fees and costs have been paid by the Receiver as allowed pursuant to the Court's Order.

5. On July 9, 2014 the Court entered an Order approving the Receiver's *Second Interim Fee Application for Receiver and Receiver's Professionals for Services Rendered from January 1, 2013 Through June 30, 2013*,<sup>5</sup> allowing and authorizing payment of \$354,736.80 in fees for services to Klein & Associates, and \$254,457.25 to Dorsey for fees for services rendered during the applicable period, and payment of \$3,659.48 to Klein & Associates, and \$12,089.48 to Dorsey for reimbursement of out of pocket expenses for the same period. These fees and costs have been paid by the Receiver as allowed pursuant to the Court's Order.

6. On December 4, 2014 the Court entered an Order approving the Receiver's *Third Interim Fee Application for Receiver and Receiver's Professionals for Services Rendered from*

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<sup>4</sup> Docket No. 555.

<sup>5</sup> Docket No. 697.

*July 1, 2013 Through December 31, 2013*,<sup>6</sup> allowing \$311,939.60 in fees for services to Klein & Associates, and \$301,985.50 to Dorsey for fees for services rendered during the applicable period, and payment of \$17,244.36 to Dorsey for reimbursement of out of pocket expenses for the same period. The Order authorized the Receiver to pay all fees and expenses, except that 20% of all allowed fees were to be held back pending further order of the Court. These fees and costs (excepting the holdback amounts) have been paid by the Receiver as allowed pursuant to the Court's Order. The held back fees are being separately held by the Receiver.

7. On August 28, 2015 the Court entered an Order approving the Receiver's *Fourth Interim Fee Application for Receiver and Receiver's Professionals for Services Rendered from January 1, 2014 Through December 31, 2014*,<sup>7</sup> allowing \$351,829.00 in fees for services to Klein & Associates, and \$431,164.50 to Dorsey for fees for services rendered during the applicable period, and payment of \$30,149.94 to Dorsey for reimbursement of out of pocket expenses for the same period. The Order authorized the Receiver to pay all fees and expenses, and these amounts have been paid.

8. On November 12, 2015, the Court entered an Order approving the Receiver's *Fifth Interim Fee Application for Receiver and Receiver's Professionals for Services Rendered from January 1, 2015 Through June 30, 2015*,<sup>8</sup> allowing \$125,790.50 in fees for services to Klein & Associates, and \$254,063.50 to Dorsey for fees for services rendered during the applicable period, and payment of \$14,354.36 to Dorsey for reimbursement of out of pocket expenses for the same

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<sup>6</sup> Docket No. 828.

<sup>7</sup> Docket No. 954.

<sup>8</sup> Docket No. 1013.

period. The Order authorized the Receiver to pay all fees and expenses, and these amounts have been paid.

9. On March 14, 2016, the Court entered an Order approving the Receiver's *Sixth Interim Fee Application for Receiver and Receiver's Professionals for Services Rendered from July 1, 2015 Through September 30, 2015* as modified,<sup>9</sup> allowing \$51,867.50 in fees for services to Klein & Associates, and \$65,240.00 to Dorsey for fees for services rendered during the applicable period, and payment of \$8,760.30 to Dorsey for reimbursement of out of pocket expenses for the same period. The Order authorized the Receiver to pay all fees and expenses, and these amounts have been paid.

10. On June 14, 2016, the Court entered an Order approving the Receiver's *Seventh Interim Fee Application for Receiver and Receiver's Professionals for Services Rendered from October 1, 2015 Through March 31, 2016* as modified,<sup>10</sup> allowing \$129,552.50 in fees for services to Klein & Associates, and \$180,037.13 to Dorsey for fees for services rendered during the applicable period, and out of pocket expenses for the same period. The Order authorized the Receiver to pay all fees and expenses, and these amounts have been paid.

11. On November 8, 2016, the Court entered an Order approving the Receiver's *Eighth Interim Fee Application for Receiver and Receiver's Professionals for Services Rendered from April 1, 2016 Through June 30, 2016 As Modified*,<sup>11</sup> allowing \$39,770.00 in fees for services to Klein & Associates, and \$103,176.75 to Dorsey for fees for services rendered during the applicable

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<sup>9</sup> Docket No. 1055.

<sup>10</sup> Docket No. 1168.

<sup>11</sup> Docket No. 1230.

period, and payment of \$1,762.92 to Dorsey for reimbursement of out of pocket expenses for the same period. The Order authorized the Receiver to pay all fees and expenses, and these amounts have been paid.

12. On December 13, 2016, the Court entered an Order approving the Receiver's *Ninth Interim Fee Application for Receiver and Receiver's Professionals for Services Rendered from July 1, 2016 Through September 30, 2016*,<sup>12</sup> allowing \$24,565.00 in fees for services to Klein & Associates, and \$48,101.92 to Dorsey for fees for services rendered during the applicable period, and payment of \$1,025.42 to Dorsey for reimbursement of out of pocket expenses for the same period. The Order authorized the Receiver to pay all fees and expenses, and these amounts have been paid.

13. On March 2, 2017, the Court entered an Order approving the Receiver's *Tenth Interim Fee Application for Receiver and Receiver's Professionals for Services Rendered from October 1, 2016 Through December 31, 2016*,<sup>13</sup> allowing \$16,325.00 in fees for services to Klein & Associates, and \$38,557.50 to Dorsey for fees for services rendered during the applicable period, and payment of \$711.33 to Dorsey for reimbursement of out of pocket expenses for the same period. The Order authorized the Receiver to pay all fees and expenses, and these amounts have been paid.

14. On June 1, 2017, the Court entered an Order approving the Receiver's *Eleventh Interim Fee Application for Receiver and Receiver's Professionals for Services Rendered from*

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<sup>12</sup> Docket No. 1236.

<sup>13</sup> Docket No. 1264.

*January 1, 2017 Through March 31, 2017*,<sup>14</sup> allowing \$13,505.00 in fees for services to Klein & Associates, and \$30,025.75 to Dorsey for fees for services rendered during the applicable period, and payment of \$515.94 to Dorsey for reimbursement of out of pocket expenses for the same period. The Order authorized the Receiver to pay all fees and expenses, and these amounts have been paid.

15. On September 12, 2017, the Court entered an Order approving the Receiver's *Twelfth Interim Fee Application for Receiver and Receiver's Professionals for Services Rendered from April 1, 2017 Through June 30, 2017*,<sup>15</sup> allowing \$12,207.50 in fees for services to Klein & Associates, and \$60,594.00 to Dorsey for fees for services rendered during the applicable period, and payment of \$290.00 to Dorsey for reimbursement of out of pocket expenses for the same period. The Order authorized the Receiver to pay all fees and expenses, and these amounts have been paid.

16. On January 17, 2018, the Court entered an Order approving the Receiver's *Thirteenth Interim Fee Application for Receiver and Receiver's Professionals for Services Rendered from July 1, 2017 Through September 30, 2017*, allowing \$9,898.00 in fees for services to Klein & Associates, and \$13,237.50 to Dorsey for fees for services rendered during the applicable period, and payment of \$108.75 to Dorsey for reimbursement of out of pocket expenses for the same period. The Order authorized the Receiver to pay all fees and expenses, and these amounts have been paid.

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<sup>14</sup> Docket No. 1264.

<sup>15</sup> Docket No. 1314.

17. The Receiver's *Fourteenth Interim Fee Application for Receiver and Receiver's Professionals for Services Rendered from October 1, 2017 Through December 31, 2017*, seeks allowance of \$10,727.50 in fees for services to Klein & Associates, and \$47,526.48 to Dorsey for fees for services rendered during the applicable period, and payment of \$1,373.40 to Dorsey for reimbursement of out of pocket expenses for the same period. This Application is still pending.

18. During the present Application Period, the Receiver and his professionals have provided actual and necessary services for the benefit of the Receivership Estate which are set forth in greater detail below. The Receiver respectfully submits that the fees and expenses requested in the Fee Application are reasonable and should be approved.

19. As noted above, the Receiver submitted the Fee Application to the SEC for review, comment and objection prior to filing. The SEC has reviewed the Fee Application and informed the Receiver that it has no objection to the fees and expenses requested herein.

## II. SERVICES PERFORMED

20. To date, the Receiver has filed the following reports with the Court: *Initial Report and Liquidation Plan*, which includes a status report for the period of June 25, 2012 through September 30, 2012;<sup>16</sup> *Second Status Report* for the period of October 1, 2012 through December 31, 2012;<sup>17</sup> *Third Status Report* for the period of January 1, 2013 through March 31, 2013;<sup>18</sup> *Fourth*

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<sup>16</sup> Docket No. 73.

<sup>17</sup> Docket No. 170.

<sup>18</sup> Docket No. 288.

*Status Report* for the period of April 1, 2013 through June 30, 2013;<sup>19</sup> *Fifth Status Report* for the period of July 1, 2013 through September 30, 2013;<sup>20</sup> *Sixth Status Report* for the period of October 1, 2013 through December 31, 2013;<sup>21</sup> *Seventh Status Report* for the period of January 1, 2014 through March 31, 2014;<sup>22</sup> *Eighth Status Report* for the period of April 1, 2014 through June 30, 2014;<sup>23</sup> *Ninth Status Report* for the period of July 1, 2014 to September 30, 2014;<sup>24</sup> *Tenth Status Report* for the period of October 1, 2014 to December 31, 2014;<sup>25</sup> *Eleventh Status Report* for the period of January 1, 2015 to March 31, 2015;<sup>26</sup> the *Twelfth Status Report* for the period of April 1, 2015 to June 30, 2015;<sup>27</sup> the *Thirteenth Status Report* for the period of July 1, 2015 to September 30, 2015;<sup>28</sup> the *Fourteenth Status Report* for the period of October 1, 2015 through December 31, 2015;<sup>29</sup> the *Fifteenth Status Report* for the period of January 1, 2016 through March 31, 2016;<sup>30</sup>

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<sup>19</sup> Docket No. 408.

<sup>20</sup> Docket No. 510.

<sup>21</sup> Docket No. 598.

<sup>22</sup> Docket No. 639.

<sup>23</sup> Docket No. 710.

<sup>24</sup> Docket No. 808.

<sup>25</sup> Docket No. 889.

<sup>26</sup> Docket No. 955.

<sup>27</sup> Docket No. 979.

<sup>28</sup> Docket No. 1045.

<sup>29</sup> Docket No. 1070.

<sup>30</sup> Docket No. 1127.

the *Sixteenth Status Report* for the period of April 1, 2016 through June 30, 2016;<sup>31</sup> the *Seventeenth Status Report* for the period of July 1, 2016 through September 30, 2016;<sup>32</sup> the *Eighteenth Status Report* for the period of October 1, 2016 through December 31, 2016; the *Nineteenth Status Report* for the period of January 1, 2017 through March 31, 2017; the *Twentieth Status Report* for the period of April 1, 2017 through June 30, 2017;<sup>33</sup> the *Twenty-First Status Report* for the period of July 1, 2017 through September 30, 2017;<sup>34</sup> and the *Twenty-Second Status Report* for the period of October 1, 2017 through December 31, 2017;<sup>35</sup> and the *Twenty-Third Status Report* for the period of January 1, 2018 through March 31, 2018 (the “Twenty-Third Status Report”).<sup>36</sup> These Status Reports provide a comprehensive description of the services performed by the Receiver and his professionals and are incorporated herein by reference.

21. The efforts of the Receiver and his professionals giving rise to the fees and costs incurred during and requested for this Application Period are detailed in the Twenty-Third Status Report, which is incorporated herein by reference.

22. In general, during the Application Period, the Receiver and his professionals primarily provided services related to the following:

A. ABI Appeal: During the Application Period, this Court entered its *Factual*

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<sup>31</sup> Docket No. 1177.

<sup>32</sup> Docket No. 1216.

<sup>33</sup> Docket No. 1307.

<sup>34</sup> Docket No. 1324.

<sup>35</sup> Docket No. 1343.

<sup>36</sup> Docket No. 1373.

*Findings* related to the Appellants' *Motion* seeking relief under Fed. R. Civ. P. 60(b). Services were rendered reviewing those Findings, analyzing the Appellants' factual and legal claims made in a *Supplemental Brief* requested by the Court of Appeals, and preparing and filing a *Reply* to the Appellants' Supplemental Brief.

B. Disposition of Assets: The Receiver and his professionals attended to all aspects of disposing of personal and real property assets during the Application Period. Efforts in this regard are focused on minimizing expense while maximizing the value of the Receivership Estate. During the Application Period, the Receiver's primary work in this area related to the disposition of the last property located in Byron, Minnesota and one of the Eklhorn Ridge lots, and analysis of issues related to the disposition of the Expressway Business Park, the Deer Meadows property, and the Overland Trails property.

C. Asset Recovery: The Receiver and his professionals have continued to provide services in recovering assets of the Receivership Estate. During the Application Period, this work has included conducting investigations related to judgment collection, executing on and collecting on a handful of judgments and defaulted settlement agreements. This work is ongoing.

E. Administration of the Receivership Estate: The Receiver and his professionals have incurred fees and expenses in administering other aspects of the Receivership Estate, including at least the following: preparing and filing necessary reports with the Court; maintaining bank accounts and books and records of the Receivership Estate; receiving funds; making payments necessary to preserve assets; communicating with investors and others; responding to investor inquiries; and, when requested, providing

information to relevant governmental authorities.

23. Through the actual and necessary work of the Receiver and his professionals, the Receiver has provided considerable benefit to the Receivership Estate.

### **III. BANK ACCOUNTS OF THE RECEIVERSHIP ESTATE**

24. The Receivership Estate currently has two bank accounts, designated as an "Operating Account" and a "Real Estate Account". The Operating Account holds funds that are free and clear of any interests, and as of May 15, 2018, this Account had a balance in the total amount of \$2,314,049.77.<sup>37</sup> The Real Estate Account is maintained to hold funds related to real property sales, and as of May 15, 2015, 2018, this Account had a balance in the total amount of \$8,000.00. Pursuant to the Court's *Order Approving the Receiver's Third Interim Fee Application for Receiver and Receiver's Professionals for Services Rendered from July 1, 2013 Through December 31, 2013*,<sup>38</sup> the Receiver has established a separate savings account tied to the Operating Account in which he is holding 20% of the approved professional fees incurred by him and his counsel. Money to open this account was transferred from the Operating Account. This account had a May 15, 2018 balance of \$122,991.90.

25. If the Court approves this Fee Application, the Receiver would pay the approved fees and expenses from the Operating Account. Given the amount requested, the Operating Account has sufficient funds to pay these fees and expenses.

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<sup>37</sup> This amount reflects \$20,960.85 that had been held on account of holders of three previously disputed claims. Those claims have now been allowed by the Court, and the Receiver distributed these funds on May 15, 2018. *See* Docket No. 1376.

<sup>38</sup> Docket No. 828.

**IV. REQUEST FOR COURT APPROVAL OF FEES AND EXPENSES**

The Receivership Order and Request

26. The Receivership Order provides, in relevant part, that:

59. The Receiver and Retained Personnel are entitled to reasonable compensation and expense reimbursement from the Receivership Estates as described in the "Billing Instructions for Receivers in Civil Actions Commenced by the U.S. Securities and Exchange Commission" (the "Billing Instructions") agreed to by the Receiver. Such compensation shall require the prior approval of the Court.

60. Within forty-five (45) days after the end of each calendar quarter, the Receiver and Retained Personnel shall apply to the Court for compensation and expense reimbursement from the Receivership Estate (the "Quarterly Fee Applications"). At least thirty (30) days prior to filing each Quarterly Fee Application with the Court, the Receiver will serve upon counsel for the Commission a complete copy of the proposed Application, together with all exhibits and relevant billing information in a format to be provided by Commission staff.

61. All Quarterly Fee Applications will be interim and will be subject to cost benefit and final reviews at the close of the receivership. . . .

62. Quarterly Fee Applications may be subject to a holdback in the amount of 20% of the amount of fees and expenses for each application filed with the Court. . . .<sup>39</sup>

27. The Receiver now respectfully requests that the Court enter an Order approving on an interim basis and authorizing payment from the Receivership Estate of the reasonable compensation and expenses outlined herein for the Application Period in the amounts set forth below.

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<sup>39</sup> Receivership Order ¶¶ 5-6.

Summary of Supporting Exhibits

28. This Fee Application is supported by the following documents:

- Exhibit A includes summaries of the fees incurred for each of the billing matters:
  - Exhibit A-1 contains a summary of the fees of the Receiver and Klein & Associates; and
  - Exhibit A-2 contains a summary of Dorsey's fees and expenses, with corresponding cross references to the relevant portion of Exhibit B-2 that contains more detailed time records.
- Exhibit B includes detailed invoices setting forth the contemporaneous time records of services performed by the Receiver and Dorsey:
  - Exhibit B-1 contains the Receiver and his firm's invoices; and
  - Exhibit B-2 contains Dorsey's invoices for each matter opened with its contemporaneous time records as follows:
    - Exhibit B2-A: Case Administration – time billed to this matter includes legal services rendered in assisting the Receiver with his administration of the Receivership Estate.
    - Exhibit B2-B: Asset Disposition – time billed to this matter includes all legal services rendered in relation to the disposition of property of the Receivership Estate.
    - Exhibit B2-C: Asset Analysis and Recovery – time billed to this matter includes legal services rendered to assist the Receiver in his analysis and recovery of assets of the Receivership Estate, including

analysis of claims, negotiation of settlement agreements, investigation, execution and collection of judgments, and services to assist the Receiver in enforcing defaulted settlement agreements.

- Exhibit B2-D: ABI Appeal – time billed to this matters includes legal services rendered to assist the Receiver with the ABI appeal.
- Exhibit C includes detail of actual out of pocket expenses incurred by Dorsey. All expenses for which reimbursement is sought are actual and necessary expenses that were incurred by Dorsey on behalf of the Receivership Estate. None of the expenses are billed at a premium, but rather are billed at Dorsey's actual cost.

Summary of Fees and Expenses and Voluntary Reductions

29. The fees and out-of-pocket expenses requested are summarized as follows:

	RECEIVER AND KLEIN AND ASSOCIATES	DORSEY
Fees	\$11,542.50	\$25,006.50 (\$3,477.75)-voluntary reduction \$21,528.75
Expenses	\$0.00	\$ 195.84
<b>TOTAL</b>	<b>\$11,542.50</b>	<b>\$21,724.59</b>

30. The amounts requested include voluntary reductions made by the respective professionals in an exercise of their billing judgment. Reductions are summarized as follows:

A. The Receiver and the staff of Klein & Associates actually billed 52.8 hours during the Application Period, which does not include an additional 6.3 hours of time which is not being billed, amounting to \$1,417.50 in fees in unbilled time. *See Exhibit A-1.* The Receiver and Klein & Associates thus have made voluntary reductions in the total

amount of \$1,427.50.

B. In an exercise of its billing judgment, Dorsey has voluntarily reduced its actual billed fees and expenses in the total amount of \$3,477.744. *See Exhibit A-2.* This reduction does not include the additional unbilled time of Ms. Hunt, which in many instances, has not been billed to oversee aspects of this case.

Miscellaneous Issues

31. The SEC has not requested a holdback of fees and expenses in this case. The Receiver respectfully submits that a further holdback of fees is not appropriate in this case because the Receiver and his professionals have voluntarily waived a significant amount of fees that were actually earned, a waiver has not been requested by the SEC, and the Receiver and his professionals already have deferred payment of significant amounts of their actual and necessary fees and expenses.

32. The Receiver and his professionals understand that the authorization and payment of fees and expenses is interim in nature. All fees and expenses allowed on an interim basis will be subject to final review at the close of the case and the discharge of the Receiver when the Receiver files a final accounting and final fee application.

33. The amounts paid to Klein and Associates, PLLC for the work of the Receiver and his staff are not the rates actually paid to the Receiver and his staff. The billed rates are higher than the amounts actually paid to the Receiver and his staff as the billed rates also cover operating expenses, overhead, non-billed work, and employee-related expenses.

34. In compliance with ¶ 60 of the Receivership Order, the Fee Application, including the invoices in Exhibit B and Exhibit C, were provided to the SEC and after review and comment,

the SEC has no objection to the fees and expenses requested.

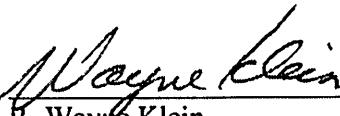
**V. CONCLUSION**

35. The Receiver respectfully submits this Fee Application and requests that the Court enter an Order approving the actual and necessary fees and expenses incurred on behalf of and for the benefit of the Receivership Estate. For all of the reasons stated, the Receiver submits that he and his professionals have provided a significant benefit to the Receivership Estate.

36. There are sufficient funds in the Operating Account to pay the fees and expenses requested herein.<sup>40</sup>

37. Thus, the Receiver respectfully requests that the Court enter an Order approving this Fee Application, allowing the fees and expenses requested herein, and authorizing the Receiver's payment of the same. The Receiver and Klein and Associates are seeking approval of fees in the total amount of \$11,542.50, and Dorsey is seeking approval of fees in the total amount of \$21,528.75 and expense reimbursement in the total amount of \$195.84.

DATED this 21<sup>st</sup> day of June, 2018.

  
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R. Wayne Klein  
Receiver

**DORSEY & WHITNEY LLP**

/s/ Peggy Hunt  
Peggy Hunt  
Attorneys for the Receiver

<sup>40</sup> See *supra* Part III.

**CERTIFICATE OF SERVICE**

I hereby certify that the above **FIFTEENTH INTERIM FEE APPLICATION FOR RECEIVER AND RECEIVER'S PROFESSIONALS FOR SERVICES RENDERED FROM JANUARY 1, 2018 THROUGH MARCH 31, 2018** was filed with the Court on this 21<sup>st</sup> day of June, and served via ECF on all parties who have requested notice in this case.

*/s/ Candy Long* \_\_\_\_\_

# **EXHIBIT A-1**

<b>KLEIN ASSOCIATES</b>						
January 1, 2018 to March 31, 2018						
<b>TIME SUMMARY: NATIONAL NOTE OF UTAH</b>						
Worker	Hours Not Billed	Rate	Unbilled Value	Hours Billed	Billed Rate	Billed Amount
J. Shupe	0.0	100.00	0.00	2.7	100.00	270.00
W. Klein	6.3	225.00	1,417.50	50.1	225.00	11,272.50
<b>Total</b>	<b>6.3</b>		<b>1,417.50</b>	<b>52.8</b>		<b>11,542.50</b>
<b>Unreimbursed Expenses</b>		<b>0.00</b>				
<b>Total Hours</b>		<b>59.10</b>		<b>Value: billed + unbilled</b>		<b>12,960.00</b>
<b>Amount of Request</b>						

# EXHIBIT A-2

**Wayne Client As Receiver (Client #492728)**  
**Fees Worked January 01, 2018 - March 31, 2018**

<b>Matter #</b>	<b>Matter Description</b>	<b>Tworkdol</b>	<b>Write Off</b>	<b>Tbilldol</b>
492728-00001	National Note of Utah	3,182.00	(1,978.00)	1,204.00
492728-00003	Asset Disposition	9,942.00	(405.50)	9,536.50
492728-00005	Asset Analysis and Recovery	1,263.00	-	1,263.00
492728-00134	ABI Complaint	10,619.50	(1,094.25)	9,525.25
<b>Total</b>		<b>25,006.50</b>	<b>(3,477.75)</b>	<b>21,528.75</b>
492728-00013	Costs	195.84	-	195.84

# EXHIBIT B-1

	A	B	C	D	E	F	G
1	<b>National Note of Utah, LLC</b>						
2	<b>Time Detail for Receiver and Klein &amp; Associates</b>						
3	<b>January 1, 2018 to March 31, 2018</b>						
4							
5	Date	Worker	Hours	Rate	Amount	Description	Category
6	1/1/2018 JS		0.1	100.00	10.00	Post on website notice of Expressway property auction.	Asset Disposition
7	1/2/2018 WK		0.4	225.00	90.00	Send copies of Minnesota appraisals to Dorsey, with comments; review new changes by buyer to purchase agreement, respond with request for copy of title report; send purchase agreement to Dorsey; receive, read preliminary title report, send to Dorsey (.3); get order appointing appraiser for Deer Meadows, send to appraiser with authorization to begin work (1).	Asset Disposition
8	1/2/2018 WK		0.4	225.00	90.00	Reconcile bank statements, add information to financial report summary; record settlement payments.	Financial Analysis
9	1/2/2018 WK		1.6	225.00	360.00	Finish, edit status report; send to Dorsey; send information to J. Shupe for preparation of SFAR.	Status Report
10	1/3/2018 WK		4.4	225.00	990.00	Emails with C. Scheuller on meeting to discuss Overland Trails; review files; prepare for meeting; review information on approved claims by investors holding trust deeds on Overland Trails; calculate profit scenarios; research amount of unpaid property taxes (1.1); meeting with C. Scheuller to discuss options for disposing Overland Trails property (.9); respond to Byron City, MN on timing to sign purchase agreement, steps I need to accomplish in order to get court approval (.3); notes of meeting with Scheuller (.2); send research tasks to J. Shupe; research prior liens; draft purchase agreement, send to Scheuller (1.9).	Asset Disposition
11	1/3/2018 WK		0.1	225.00	22.50	Call with J. Malpede (FBI) on status of criminal case, next steps; notes of call.	Litigation

	A	B	C	D	E	F	G
12	1/4/2018 WK	2.7	225.00	607.50	Emails with buyer of Minnesota property on purchase agreement, purchase deposit; review new draft of purchase agreement; prepare draft receiver's deed (.9); revise receiver's deed to add new information, send new draft (.2); meet with C. Scheuller to discuss purchase agreement, options for disposition of property, his qualification to receive other distributions; sign purchase agreement (.3); send information and documents to Dorsey requesting motion to approve agreement on Overland Trails (.9); research investment results for trust deed holders (.4).	Asset Disposition	
13	1/5/2018 WK	1.3	225.00	292.50	Analyze timing of investments for holders of Overland Trails trust deeds, determine extent to which investment losses exceed trust deed amounts; create spreadsheet summarizing claims, deed amounts and investment losses; send to Dorsey.	Asset Disposition	
14	1/8/2018 WK	0.5	225.00	112.50	Call with H. Carto on Battles foreclosure action, discuss settlement options; research amounts paid by Battles; read new information from lender on value of home, lender foreclosure amount, offer to sell claim to Receivership; notes of calls; emails with Dorsey.	Asset Analysis and Recovery	
15	1/8/2018 WK	0.7	225.00	157.50	Call with P. Berrueta on future distributions, IRS loss amounts; explain why she will not receive future distributions; notes of call (.4); call with K. Dykes on her claim; research amounts received; notes of call (.3).	Claim Administration	
16	1/8/2018 JS	0.1	100.00	10.00	Texts with Receiver on Overland Trails analysis; forward claims analysis email to Receiver.	Case Administration	
17	1/9/2018 WK	1.6	225.00	360.00	Review files, draft settlement agreement for Waterfall Trust (Battles property); send to lender attorney (.9); review proposed changes to settlement agreement; read new lender motion on assignment of claim; read, revise, sign and send option release, send to attorney (.5); read, sign and send final settlement agreement (.2).	Asset Disposition	
18	1/9/2018 WK	0.1	225.00	22.50	Research distributions for claim #1222, scan and send summary to claimant.	Claim Administration	
19	1/10/2018 WK	0.1	0.00	0.00	Check online bank account status; confirm receipt of wire transfer on Battles. (Time not billed.)	Forensic Analysis	

	A	B	C	D	E	F	G
20	1/10/2018 WK	2.1	225.00	472.50	Call with Dorsey on Evolution Holdings trust deed and arguments against its validity, send copy of Central Bank reassignment; discuss motion on Minnesota sale (.3); read summary from J. Wiest on Evolution Holdings, send comments on suggested response and counteroffer (.3); review draft motion on Minnesota property, email buyer on status of purchase agreement; create redlines of proposed publication order, motion for sale, motion for publication, proposed sale order, declaration; send to Dorsey with comments and explanation (1.3); prepare release agreement for Telaroli/Evolution, send to Dorsey (.2).		Asset Disposition
21	1/11/2018 JS	0.7	100.00	70.00	Prepare SFAR form for 4th Quarter, send to Receiver.		Status Report
22	1/12/2018 WK	0.1	225.00	22.50	Research status of criminal case on PACER; respond to F. Barida on developments.		Litigation
23	1/12/2018 WK	0.4	225.00	90.00	Review SFAR; revise report with corrected numbers; sign report.		Status Report
24	1/16/2018 WK	0.5	225.00	112.50	Court hearing approving sale of Elkhorn #25; call broker; discussions with P. Hunt on collections, proposed approach to sell Overland Trails.		Asset Disposition
25	1/17/2018 WK	0.2	225.00	45.00	Get signed order on Overland Trails; call with M. Atkinson on closing; send order to broker and title company.		Asset Disposition
26	1/18/2018 WK	0.6	225.00	135.00	Review judgments to send to SM Law; email S. Mitnick with request, send copies of judgments (.5) review notice of motion to substitute party in Battles foreclosure action and Recovery (.1).		Asset Analysis and Recovery
27	1/18/2018 WK	0.2	225.00	45.00	Review docket for criminal case, read minute order for new developments; send response to V. Bills.		Litigation
28	1/19/2018 WK	0.3	225.00	67.50	Review final purchase agreement for Minnesota; sign and send; read emails between city and power company (.2); get signature from power company; send status update to Dorsey with instructions (.1).		Asset Disposition
29	1/19/2018 WK	0.1	225.00	22.50	Call with D. Paul on criminal case, future distributions.		Case Administration
30	1/20/2018 WK	0.6	225.00	135.00	Read, sign declaration in support of domestication of judgments for Slaughter, Andreasen; read judgment information statements and foreign judgments; send signed documents and redlines to Dorsey with approval to file; update list of judgments.		Asset Analysis and Recovery
31	1/22/2018 WK	0.7	225.00	157.50	Review changes to status report proposed by Dorsey; make changes to report.		Status Report

	A	B	C	D	E	F	G
32	1/23/2018 WK	1.1	225.00	247.50	Read title insurance policy for Expressway, emails with Dorsey on recommended course of action on unpaid Utah County taxes (.2); read district court ruling on timing of filing of ABI appeal (.2); email to title company on unpaid taxes (.2); emails with buyer on Minnesota property (.1); call with Meridian title on unpaid taxes, notes of call (.4).		Asset Disposition
33	1/23/2018 WK	0.2	225.00	45.00	Review questions from P. Hunt on status report; revise report; sign and send for filing.	Status Report	
34	1/24/2018 WK	0.9	225.00	202.50	Read title insurance commitment for Expressway; review proposal from Meridian title for settlement, read corrected closing statement; prepare counteroffer, send to Dorsey for advice (.5); review, sign closing documents for Elkhorn lot 25 (.4)	Asset Disposition	
35	1/24/2018 WK	0.1	225.00	22.50	Get filed status report, send summary for web posting; read Dorsey emails to Paul Barton on ABI appeal.		Case Administration
36	1/25/2018 WK	0.6	225.00	135.00	Read suggestions from Dorsey on responding to Meridian Title; prepare new counteroffer, send to Meridian Title.	Asset Disposition	
37	1/25/2018 WK	0.1	225.00	22.50	Call with attorney for R. Helber on case status, future distributions, criminal case.		Case Administration
38	1/25/2018 WK	0.3	225.00	67.50	Call with FBI on status of criminal case; emails with source about cooperation.		Litigation
39	1/26/2018 WK	1.0	225.00	225.00	Review revisions to purchase agreement for Minnesota purchase; send approval to changes, request deadline extension (.2); respond to Deer Meadows appraiser on date to use in valuation (.1); read response from Meridian Title, accept revised offer; get cashier's check; record payment on log; prepare amended notice of property sale, send to Dorsey (.7).	Asset Disposition	
40	1/28/2018 JS	0.5	100.00	50.00	Website postings: sale of Elkhorn lot (.2); filing of status report (.2); update webpage dates (.1).	Case Administration	
41	1/29/2018 WK	1.1	225.00	247.50	Call with Utah County attorney on Expressway property taxes; notes of call (.1); review declaration for Minnesota sale, create redline; sign and send, authorize filing; get copies of filed motion for MN sale, send summary for web posting (.6); check Utah County website to verify taxes paid; review changes to amended notice of property sale proceeds notice; authorize Dorsey to file notice; emails with Dorsey on sending copies to lien holders (.4).	Asset Disposition	
42	1/29/2018 WK	0.4	225.00	90.00	Review filings in Battles foreclosure (dismissal of NNU from litigation, MSJ, motion for receiver, other motions).	Asset Analysis and Recovery	

	A	B	C	D	E	F	G
43	1/30/2018 WK		0.3	225.00	67.50	Get order approving publication of MN sale, get hearing date; revise publication notice, send for publication in UT, MN; send notice to website; review and approve Tribune printing proof.	Asset Disposition
44	1/31/2018 WK		0.1	225.00	22.50	Respond to inquiry to K. Christensen on case status; verify receipt of MN publication.	Case Administration
45	2/1/2018 WK		0.4	225.00	90.00	Read new Deer Meadows appraisal, send to listing broker with directions on listing price.	Asset Disposition
46	2/1/2018 WK		0.2	225.00	45.00	Reconcile bank statements; log settlement payment received; send payment for Deer Meadows appraisal.	Case Administration
47	2/1/2018 WK		0.7	225.00	157.50	Research investment amounts and distributions for K. Christensen; respond with explanation on claims process, his failure to file claim.	Claim Administration
48	2/4/2018 JS		0.6	100.00	60.00	Website postings on motion to sell MN property (.3), amended notice of Expressway property sale results (.1); hearing date for MN sale (.1); highlight property sale notices on top of website (.2)	Case Administration
49	2/5/2018 WK		0.4	0.00	0.00	Go to Wells Fargo bank; return duplicated wire transfer sent by Minnesota buyer. (Time not billed.)	Asset Disposition
50	2/5/2018 WK		0.3	225.00	67.50	Research bank records to confirm wire transfers sent twice, respond (.1); call with buyer of Chicago properties abandoned by Receivership, notes of call; send copy of order allowing abandonment and receivership order (.2).	Asset Disposition
51	2/5/2018 WK		2.5	225.00	562.50	Lengthy meeting with D. Heaton on his distribution overpayment, his belief he is not overpaid, his financial struggles (2.1); research account numbers, notes of meeting (.4).	Asset Analysis and Recovery
52	2/6/2018 WK		0.5	225.00	112.50	Call with M. Atkinson on offer for new Elkhorn property; read, sign offer for lot #22; update property log; check bank account for receipt of proceeds from sale of lot #25.	Asset Disposition
53	2/8/2018 WK		3.2	0.00	0.00	Go to storage unit, search for copies of canceled checks of distributions to D. Heaton. (Time not billed.)	Claim Administration
54	2/8/2018 WK		0.4	225.00	90.00	Call with S. Blackwell on case status, future distributions; respond to J. Geisler (.2); analyze checks to D. Heaton, call with Heaton (.2).	Claim Administration
55	2/9/2018 WK		1.3	0.00	0.00	Review time records and case notes for instances of communications with Heaton attorneys and his forensic accountants; compile summary of instances of information being sent to Heaton (Time not billed.)	Claim Administration
56	2/12/2018 WK		0.2	225.00	45.00	Emails with Dorsey on release by Evolution Holdings; sign settlement agreement with Evolution for release of trust deed; send payment.	Asset Analysis and Recovery

	A	B	C	D	E	F	G
57	2/13/2018 WK		0.3	225.00	67.50 Respond to K. Christensen on when distribution payments got deemed returns of principal; send copies of orders.		Case Administration
58	2/13/2018 WK		0.1	225.00	22.50 Call with FBI on criminal case status, meeting with Assistant US Attorney.		Litigation
	2/14/2018 WK		0.4	225.00	90.00 Read title report for Elkhorn lot 22, research history of ABI on lot; send title report to Dorsey with other documents; request motion (.3); get affidavit of publication for MN sale, scan and send to Dorsey (.1).		Asset Disposition
59	2/14/2018 WK		0.3	225.00	67.50 Complete RealTrust valuation form for R. Salazar, send to trust company.		Case Administration
60	2/15/2018 WK		0.2	0.00	0.00 Meet with Dennis Heaton to review distribution checks that were payable to him. (Time not billed.)		Asset Analysis and Recovery
61	2/15/2018 WK		0.4	225.00	90.00 Review draft sale documents for sale of Elkhorn 22 (proposed publication order, proposed sale order, draft motion, declaration); sign declaration, send to Dorsey with comments.		Asset Disposition
62	2/16/2018 WK		0.1	225.00	22.50 Get filed motion on Elkhorn #22, send copies to broker to give to buyer.		Asset Disposition
63	2/19/2018 WK		0.1	225.00	22.50 Respond to D. Richins on next distribution, case status; send documents.		Case Administration
64	2/21/2018 WK		0.2	225.00	45.00 Get hearing date for Elkhorn sale; revise publication notice, send for publication in two newspapers; send summary for web posting; notify broker.		Asset Disposition
65	2/22/2018 WK		0.8	225.00	180.00 Read court notice from Chicago on tax sale of inner city homes; respond to potential buyer of Deer Meadows property with information about receivership and the process of selling property; contact listing broker (.3); court hearing on sale of Minnesota property (.5).		Asset Disposition
66	2/23/2018 WK		0.4	225.00	90.00 Review proposed order on sale of Minnesota property; create redline, send to Dorsey with comments; call with P. Hunt on language of order, how to treat pending Elkhorn motion; discuss options on sale of Overland Trails property.		Asset Disposition
67	2/23/2018 WK		0.3	225.00	67.50 Research inquiries; respond to K. Dangerfield and R. Humphrey on future distributions; Claim send copies of status report.		Administration
68	2/26/2018 WK		0.1	225.00	22.50 Cancel corporate registration for Spanish Fork Development.		Case Administration
69	2/26/2018 WK		1.5	225.00	337.50 Review criminal indictments to see time periods for criminal charges; review financial report, list key sections; prepare for meeting with prosecutors.		Litigation
70							

	A	B	C	D	E	F	G
71	2/26/2018 JS		0.4	100.00	40.00	Website postings: motion for sale of Elkhorn lot in Malad, filing of fee application.	Case Administration
72	2/27/2018 WK		0.2	225.00	45.00	Respond to inquiries from investors on criminal case status; send summary for web posting.	Case Administration
73	2/27/2018 WK		1.6	225.00	360.00	Meet with FBI, IRS, US Attorney on Palmer criminal trial planning.	Litigation
74	2/28/2018 WK		1.1	0.00	0.00	Respond to inquiries about delays in criminal case, schedule for criminal trial. (Time not billed.)	Case Administration
75	3/1/2018 WK		0.3	225.00	67.50	Calls with J. Wiest on status of order on sale of MN property; email update to buyer with results of hearing, timing for expected entry of order approving sale.	Asset Disposition
76	3/2/2018 WK		0.4	225.00	90.00	Call with P. Hunt on legal hurdles to strategy for getting assignment of Overland Trails first position lien; discuss other options; notes of strategy.	Asset Disposition
77	3/2/2018 WK		0.2	225.00	45.00	Review bank statements, reconcile bank statements for various accounts.	Financial
78	3/5/2018 WK		0.2	225.00	45.00	Get signed order approving sale of MN property, send to buyers with explanation of readiness to close; send summary for web posting.	Asset Disposition
79	3/5/2018 WK		0.1	225.00	22.50	Email attorney for Star Pointe inquiring on status of tax increment litigation; update settlement tracking log with new settlement payment.	Asset Analysis and Recovery
80	3/5/2018 JS		0.3	100.00	30.00	Post on website notice of criminal trial date, fee application filing, sale of Minnesota property.	Case Administration
81	3/8/2018 WK		0.3	225.00	67.50	Read emails from SM Law and attorney for S. Braun on effect of Braun bankruptcy on receivership collection efforts; response to SM Law with directions.	Asset Analysis and Recovery
82	3/16/2018 WK		2.8	225.00	630.00	Research property taxes owed on Overland Trails, prepare draft letter template to trust deed holders asking about interest in settlement by which they accept reduced cash for releasing trust deeds; create chart listing trust deed holders and priority status; revise and edit letter; send to P. Hunt with explanation of course for other holders.	Asset Disposition
83	3/16/2018 WK		0.6	225.00	135.00	Read Shah/Olson supplemental appeal brief; send comments to Dorsey on contents of our response.	Asset Analysis and Recovery
84	3/20/2018 WK		0.2	225.00	45.00	Emails with Malad newspaper on proof of publication; get scanned copy of affidavit; send both affidavits to Dorsey with instructions to file suit.	Asset Disposition
85	3/22/2018 WK		1.1	225.00	247.50	Review files on prior property sales, revise property sale list (.3); attend court hearing on sale of Elkhorn lot #22 (.5); emails with buyers of Minnesota property, set closing date (.1); get order approving sale, send to broker; send summary for web posting (.2).	Asset Disposition

	A	B	C	D	E	F	G
86	3/26/2018 WK		0.1	225.00	22.50 Call with Utah County attorney on unpaid taxes on Overland Trails; respond with notice that receivership order still prohibits tax sale.		Asset Disposition
87	3/26/2018 WK		0.6	225.00	135.00 Review draft response (ours) of ABI supplemental brief in Tenth Circuit appeal; create redline, send to Dorsey with comments.		Litigation
88	3/27/2018 WK		1.4	225.00	315.00 Review, sign closing documents for Elkhorn #22, send to title company (.6); review preliminary closing statement for Minnesota lot, create markup to show correct nature of transactions, send comments to title company and buyer; review new closing statement, respond to other parties (.8).		Asset Disposition
89	3/28/2018 WK		0.8	225.00	180.00 Review closing documents for Minnesota sale; emails with title company on form of receiver's deed, closing statement; sign final closing documents, send to title company.		Asset Disposition
90	3/28/2018 WK		0.3	225.00	67.50 Read, respond to email with DOJ notice on sentencing for Julie Palmer; research PACER; send notice for web posting.		Litigation
91	3/29/2018 WK		0.2	225.00	45.00 Respond to J. Swift on letter from DOJ on sentencing for Julie Palmer and reasons DOJ might be requesting financial information.		Litigation
92	3/30/2018 WK		0.1	225.00	22.50 Review, sign and send revised closing statement for Minnesota property.		Asset Disposition
93	3/30/2018 WK		2.6	225.00	585.00 Prepare financial analysis; email Malad title company on status of closing for Elkhorn #22 (.6); work drafting status report; revise tracking sheet on collection status; email M. Baker at Dorsey on collection progress, instruct her on further collection efforts (2.0).		Status Report
94							
95	<b>Total</b>		<b>59.1</b>		<b>11,542.50</b>		

# **EXHIBIT B2-A**



SALT LAKE CITY OFFICE  
801-933-7360

(Tax Identification No. 41-0223337)

STATEMENT OF ACCOUNT FOR PROFESSIONAL SERVICES

Klein & Associates, PLLC  
724 Sheringham Ct.  
Farmington, UT 84025

May 3, 2018  
Invoice No. \*\*\*\*\*

Client-Matter No.: 492728-00001  
National Note of Utah

**For Legal Services Rendered Through March 31, 2018**

**INVOICE TOTAL**

Total For Current Legal Fees	\$3,182.00
Less Voluntary Reduction	(\$1,978.00)
<b>Total For Current Invoice</b>	<b>\$1,204.00</b>

For your convenience, please remit payment to the address below or we offer the option of remitting payment electronically by wire transfer. If you have any questions regarding this information, please contact the lawyer you are working with on this project or Dorsey's Accounts Receivable Department at 1-800-861-0760. Thank you.

Mailing Instructions:  
Dorsey & Whitney LLP  
P.O. Box 1680  
Minneapolis, MN 55480-1680

Wire Instructions:  
U.S. Bank National Association  
800 Nicollet Mall  
Minneapolis, MN 55402

(This account is only for Wire/ACH payments)  
ABA Routing Number: 091000022  
Account Number: 1047-8339-8282  
Swift Code: USBKUS44IMT

Please make reference to the invoice number

Service charges are based on rates established by Dorsey & Whitney. A schedule of those rates has been provided and is available upon request. Disbursements and service charges, which either have not been received or processed, will appear on a later statement.

ALL INVOICES ARE DUE 30 DAYS FROM DATE OF INVOICE UNLESS OTHERWISE EXPRESSLY AGREED BY DORSEY & WHITNEY



SALT LAKE CITY OFFICE  
801-933-7360

(Tax Identification No. 41-0223337)

STATEMENT OF ACCOUNT FOR PROFESSIONAL SERVICES

Klein & Associates, PLLC  
724 Sheringham Ct.  
Farmington, UT 84025

May 3, 2018  
Invoice No. \*\*\*\*\*

**Client-Matter No: 492728-00001**

**National Note of Utah**

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**For Legal Services Rendered Through March 31, 2018**

01/16/18	M. Hunt	2.00	0.00	Prepare for fee application hearing, including reviewing application and tasks and correspondence (1.0); attend hearing (.7); draft order and circulate same (.3)
01/22/18	M. Hunt	1.90	817.00	Review and revise status report (1.8); correspondence to staff re exhibits and finalization of same; emails to W. Klein on same (.1)
01/23/18	M. Hunt	0.90	387.00	Review W. Klein additions to status report, and further revisions to same, instructions to staff on exhibits, and correspondence with W. Klein (.9)
01/23/18	M. Hunt	0.50	0.00	Review Dorsey invoices for compliance with reporting requirements and prepare same for fee application (.5)
02/16/18	M. Hunt	1.50	0.00	Draft 14 <sup>th</sup> fee application and correspondence with W. Klein re same (1.2); review W. Klein's comments, incorporate same, and email to W. Klein on

Service charges are based on rates established by Dorsey & Whitney. A schedule of those rates has been provided and is available upon request. Disbursements and service charges, which either have not been received or processed, will appear on a later statement.



Klein & Associates, PLLC  
 Client-Matter No.: 492728-00001  
 Invoice No.: \*\*\*\*\*

May 3, 2018  
 Page 2

				same; instructions to staff on compiling documents for SEC review (.3)
02/20/18	M. Hunt	0.30	0.00	Review commission's comments on 14 <sup>th</sup> fee application, revise invoices to conform with comments, and email to W. Klein re same (.3)
02/22/18	M. Hunt	0.10	0.00	Revise fee application to include SEC comments and instructions on same (.1)
02/23/18	M. Hunt	0.20	0.00	Final revisions to fee application narrative (.2)
<b>Total Hours</b>		<b>7.40</b>		
				<b>Total for Legal Fees</b> <b>\$3,182.00</b>
				<b>Less Voluntary Reduction</b> <b>(\$1,978.00)</b>
				<b>Total This Invoice</b> <b>\$1,204.00</b>

Service charges are based on rates established by Dorsey & Whitney. A schedule of those rates has been provided and is available upon request. Disbursements and service charges, which either have not been received or processed, will appear on a later statement.

ALL INVOICES ARE DUE 30 DAYS FROM DATE OF INVOICE UNLESS OTHERWISE EXPRESSLY AGREED BY DORSEY & WHITNEY

# **EXHIBIT B2-B**



SALT LAKE CITY OFFICE  
801-933-7360

(Tax Identification No. 41-0223337)

STATEMENT OF ACCOUNT FOR PROFESSIONAL SERVICES

Klein & Associates, PLLC  
724 Sheringham Ct.  
Farmington, UT 84025

May 3, 2018  
Invoice No. \*\*\*\*\*

Client-Matter No.: 492728-00003  
Asset Disposition

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**For Legal Services Rendered Through March 31, 2018**

**INVOICE TOTAL**

Total For Current Legal Fees	\$9,942.00
Less Voluntary Reduction	(\$405.50)
<b>Total For Current Invoice</b>	<b>\$9,536.50</b>

For your convenience, please remit payment to the address below or we offer the option of remitting payment electronically by wire transfer. If you have any questions regarding this information, please contact the lawyer you are working with on this project or Dorsey's Accounts Receivable Department at 1-800-861-0760. Thank you.

Mailing Instructions:  
Dorsey & Whitney LLP  
P.O. Box 1680  
Minneapolis, MN 55480-1680

Wire Instructions:  
U.S. Bank National Association  
800 Nicollet Mall  
Minneapolis, MN 55402

(This account is only for Wire/ACH payments)  
ABA Routing Number: 091000022  
Account Number: 1047-8339-8282  
Swift Code: USBKUS44IMT

Please make reference to the invoice number

Service charges are based on rates established by Dorsey & Whitney. A schedule of those rates has been provided and is available upon request. Disbursements and service charges, which either have not been received or processed, will appear on a later statement.

ALL INVOICES ARE DUE 30 DAYS FROM DATE OF INVOICE UNLESS OTHERWISE EXPRESSLY AGREED BY DORSEY & WHITNEY



SALT LAKE CITY OFFICE  
801-933-7360

(Tax Identification No. 41-0223337)

STATEMENT OF ACCOUNT FOR PROFESSIONAL SERVICES

Klein & Associates, PLLC  
724 Sheringham Ct.  
Farmington, UT 84025

May 3, 2018  
Invoice No. \*\*\*\*\*

**Client-Matter No: 492728-00003**

**Asset Disposition**

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**For Legal Services Rendered Through March 31, 2018**

01/02/18	J. Wiest	7.00	2,065.00	Draft motion for sale of Byron property (6.2); correspondence with P. Hunt and W. Klein (.5); phone calls with chambers regarding hearing dates (.3)
01/02/18	M. Hunt	0.30	129.00	Correspondence and conferences with J. Wiest re numerous property sale issues (.3)
01/03/18	J. Wiest	4.00	1,180.00	Draft declaration in support of Byron sale motion (2.8); draft order granting Byron sale motion (.3); draft Byron publication motion (.6); draft order granting Byron publication motion (.3)
01/04/18	M. Hunt	0.10	43.00	Review correspondence from W. Klein re Overland Trails issues, and correspondence with S. Waterman on same (.1)
01/10/18	J. Wiest	1.40	413.00	Meet with P. Hunt (.3); phone call with W. Klein (.3); phone call with J. Telaroli (.3); correspondence with P. Hunt and W. Klein (.5)

Service charges are based on rates established by Dorsey & Whitney. A schedule of those rates has been provided and is available upon request. Disbursements and service charges, which either have not been received or processed, will appear on a later statement.

ALL INVOICES ARE DUE 30 DAYS FROM DATE OF INVOICE UNLESS OTHERWISE EXPRESSLY AGREED BY DORSEY & WHITNEY

Klein & Associates, PLLC  
 Client-Matter No.: 492728-00003  
 Invoice No.: \*\*\*\*\*

May 3, 2018  
 Page 2

01/10/18	M. Hunt	0.30	129.00	Review motion and related papers for sale of Minnesota lot, and correspondence with W. Klein re same (.3)
01/12/18	J. Wiest	1.30	383.50	Phone call and correspondence with J. Telaroli regarding release of Evolution Holdings' lien on Expressway property (.6); review and revise Byron Block 1 Lot 4 motion for sale and other documents (.7)
01/16/18	J. Wiest	1.80	531.00	Review case file regarding Overland Trails property (.5); meet with P. Hunt (.2); prepare for hearing on motion for sale of Elkhorn 25 (1); attend fee application and Elkhorn 25 hearing (.5); prepare and send order to chambers granting motion for sale of Elkhorn 25 (.1) (Time reduced by .5)
01/16/18	M. Hunt	0.30	129.00	Analysis of Overland Trails issues
01/19/18	J. Wiest	0.20	59.00	Correspondence with P. Hunt and W. Klein (.2)
01/19/18	M. Hunt	0.10	43.00	Correspondence with J. Wiest re status of MN sale (.1)
01/22/18	J. Wiest	0.10	29.50	Correspondence with P. Hunt and W. Klein (.1)
01/23/18	J. Wiest	0.40	118.00	Phone call with P. Jones (.2); meet with P. Hunt (.1); correspondence with P. Hunt and W. Klein (.1)
01/23/18	M. Hunt	0.10	43.00	Conference with J. Wiest re Expressway tax issues; read correspondence; email to W. Klein on same
01/24/18	M. Hunt	0.10	43.00	Review emails from title company on Expressway land sale issues; review email from W. Klein and respond to same (.1)
01/26/18	J. Wiest	0.20	59.00	Correspondence with P. Hunt and W. Klein (.2)
01/27/18	M. Hunt	0.30	129.00	Review and revise amended notice of expressway sale (.3)

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Klein & Associates, PLLC  
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May 3, 2018  
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01/29/18	J. Wiest	2.70	796.50	Revise documents relating to sale of Byron property (1.7); file documents relating to sale of Byron Property (.6); phone call with chambers (.1); revise and file amended notice of sale results for Expressway land (.3)
01/30/18	J. Wiest	0.10	29.50	Correspondence with P. Hunt and W. Klein (.1)
02/05/18	J. Wiest	0.30	88.50	Phone call with J. Telaroli (.1); correspondence with P. Hunt and W. Klein (.2)
02/12/18	J. Wiest	0.10	29.50	Correspondence with W. Klein (.1)
02/15/18	J. Wiest	2.20	649.00	Draft and file notice of publication for Byron Block 1 Lot 4 property (.3); draft sale motion, declaration in support, publication motion, and proposed orders for sale of Elkhorn 22 (1.9)
02/15/18	M. Hunt	0.20	86.00	Review Elkhorn 22 sale papers and correspondence with J. Wiest (.2)
02/16/18	J. Wiest	1.50	442.50	Correspondence with W. Klein (.2); finalize and file sale motion, declaration, publication motion, and proposed orders (1.2); correspondence with chambers (.1)
02/21/18	J. Wiest	0.10	29.50	Correspondence with W. Klein and P. Hunt (.1)
02/22/18	J. Wiest	2.30	678.50	Prepare for hearing on Byron property (1.2); attend hearing on Byron property (.5); meet with P. Hunt (.1); draft order regarding Byron property (.5)
02/22/18	M. Hunt	0.40	172.00	Conference with J. Wiest re hearing on Byron sale, and revise proposed order (.4)
02/23/18	J. Wiest	0.40	118.00	Revise order authorizing sale of Byron property (.2); correspondence with P. Hunt and W. Klein (.2)
02/23/18	M. Hunt	0.40	172.00	Review revised order and email to W. Klein

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Klein & Associates, PLLC  
 Client-Matter No.: 492728-00003  
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re same; call to W. Klein re same and status of other asset disposition items; instructions to staff re submission of order (.4)				
02/26/18	J. Wiest	0.10	29.50	Correspondence with P. Hunt (.1)
02/26/18	M. Hunt	0.10	43.00	Correspondence with W. Klein and J. Wiest re order and closing of Minnesota property (.1)
03/02/18	M. Hunt	0.20	86.00	Conference with W. Klein re Overland Trails property issues (.2)
03/05/18	J. Wiest	0.10	29.50	Correspondence with P. Hunt and W. Klein (.1)
03/21/18	J. Wiest	0.60	177.00	File notice of publication affidavits (.2); prepare for hearing on motion for sale of Elkhorn 22 (.4)
03/22/18	J. Wiest	1.20	354.00	Prepare for hearing on motion for sale of Elkhorn 22 (.6); attend hearing on motion (.4); draft and submit proposed order (.2)
03/22/18	M. Hunt	0.60	0.00	Attend Elkhorn Lot 22 sale hearing
<b>Total Hours</b>		<b>31.60</b>		
			<b>Total for Legal Fees</b>	<b>\$9,942.00</b>
			<b>Less Voluntary Reduction</b>	<b>(\$405.50)</b>
			<b>Total This Invoice</b>	<b>\$9,536.50</b>

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# EXHIBIT B2-C



SALT LAKE CITY OFFICE  
801-933-7360

(Tax Identification No. 41-0223337)

STATEMENT OF ACCOUNT FOR PROFESSIONAL SERVICES

Klein & Associates, PLLC  
724 Sheringham Ct.  
Farmington, UT 84025

May 3, 2018  
Invoice No. \*\*\*\*\*

Client-Matter No.: 492728-00005  
Asset Analysis and Recovery

**For Legal Services Rendered Through March 31, 2018**

**INVOICE TOTAL**

<b>Total For Current Legal Fees</b>	<b>\$1,263.00</b>
<b>Total For Current Invoice</b>	<b>\$1,263.00</b>

For your convenience, please remit payment to the address below or we offer the option of remitting payment electronically by wire transfer. If you have any questions regarding this information, please contact the lawyer you are working with on this project or Dorsey's Accounts Receivable Department at 1-800-861-0760. Thank you.

Mailing Instructions:  
Dorsey & Whitney LLP  
P.O. Box 1680  
Minneapolis, MN 55480-1680

Wire Instructions:  
U.S. Bank National Association  
800 Nicollet Mall  
Minneapolis, MN 55402

(This account is only for Wire/ACH payments)  
ABA Routing Number: 091000022  
Account Number: 1047-8339-8282  
Swift Code: USBKUS44IMT

Please make reference to the invoice number

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ALL INVOICES ARE DUE 30 DAYS FROM DATE OF INVOICE UNLESS OTHERWISE EXPRESSLY AGREED BY DORSEY & WHITNEY



SALT LAKE CITY OFFICE  
801-933-7360

(Tax Identification No. 41-0223337)

STATEMENT OF ACCOUNT FOR PROFESSIONAL SERVICES

Klein & Associates, PLLC  
724 Sheringham Ct.  
Farmington, UT 84025

May 3, 2018  
Invoice No. \*\*\*\*\*

**Client-Matter No: 492728-00005**

**Asset Analysis and Recovery**

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**For Legal Services Rendered Through March 31, 2018**

01/08/18	M. Hunt	0.10	43.00	Correspondence with W. Klein re Battles judgment collection (.1)
01/10/18	M. Hunt	0.20	86.00	Review voicemail from Sessions, conference with J. Wiest re sessions lien issues and follow up on same (.2)
01/18/18	M. Baker	0.30	94.50	Review and respond to correspondence regarding collection of judgments and next steps (.3)
01/19/18	M. Baker	0.70	220.50	Revise and finalize domestication pleadings for Andreason and Slaughter (.7)
01/23/18	M. Baker	0.20	63.00	Correspondence with C. Long regarding exemplified orders (.1); review signed declarations (.1)
01/24/18	M. Baker	0.30	94.50	Phone conference with D. Chandler regarding status of C. Palmer settlement (.2); draft summary of call to W. Klein (.1)
02/13/18	M. Baker	0.80	252.00	Finalize and file foreign judgments for

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Klein & Associates, PLLC  
 Client-Matter No.: 492728-00005  
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Slaughter and Andreasen				
02/14/18	M. Baker	0.10	31.50	Review Slaughter notice of judgment (.1)
02/20/18	M. Baker	0.10	31.50	Review docket for status of Andreason foreign judgment (.1)
03/28/18	M. Baker	0.80	252.00	Begin drafting supplemental hearing pleadings for Andreasen and Slaughter judgments (.8)
03/30/18	M. Baker	0.30	94.50	Correspondence with W. Klein regarding status of collections (.3)

**Total Hours** **3.90**

**Total for Legal Fees** **\$1,263.00**

**Total This Invoice** **\$1,263.00**

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# **EXHIBIT B2-D**



SALT LAKE CITY OFFICE  
801-933-7360

(Tax Identification No. 41-0223337)

STATEMENT OF ACCOUNT FOR PROFESSIONAL SERVICES

Klein & Associates, PLLC  
724 Sheringham Ct.  
Farmington, UT 84025

May 3, 2018  
Invoice No. \*\*\*\*\*

Client-Matter No.: 492728-00134  
National Note - ABI Complaint

**For Legal Services Rendered Through March 31, 2018**

**INVOICE TOTAL**

Total For Current Legal Fees	\$10,619.50
Less Voluntary Reduction	(\$1,094.25)
<b>Total For Current Invoice</b>	<b>\$9,525.25</b>

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SALT LAKE CITY OFFICE  
801-933-7360

(Tax Identification No. 41-0223337)

STATEMENT OF ACCOUNT FOR PROFESSIONAL SERVICES

Klein & Associates, PLLC  
724 Sheringham Ct.  
Farmington, UT 84025

May 3, 2018  
Invoice No. \*\*\*\*\*

**Client-Matter No: 492728-00134**

**National Note - ABI Complaint**

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**For Legal Services Rendered Through March 31, 2018**

01/08/18	M. Baker	0.20	0.00	Review reply to opposition to motion for rule 60 relief (.2)
01/23/18	S. Goldberg	0.60	225.00	Review factual findings order (.3); research next steps and correspondences with P. Hunt and W. Klein re same (.3)
01/23/18	M. Hunt	0.70	301.00	Review District Court's findings on Rule 60 motion and email to W. Klein summarizing same (.4); conference with S. Goldberg re follow up on same, analysis of summary of tenth circuit remand order provided by S. Goldberg and follow up correspondence review email from W. Klein on same and respond to same (.3)
01/24/18	S. Goldberg	0.60	225.00	Review prior filings and correspondence with P. Barton regarding same
01/29/18	S. Goldberg	0.20	75.00	Correspondence with P. Barton re Tenth Circuit stipulation
03/06/18	S. Goldberg	0.40	150.00	Review Tenth Circuit orders and

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Klein & Associates, PLLC  
 Client-Matter No.: 492728-00134  
 Invoice No.: \*\*\*\*\*

May 3, 2018  
 Page 2

				correspondences regarding same
03/06/18	M. Hunt	0.10	43.00	Review 10th Circuit Orders and correspondence with S. Goldberg re same (.1)
03/16/18	S. Goldberg	0.70	262.50	Review and analyze supplemental tenth circuit brief
03/21/18	S. Goldberg	4.80	1,800.00	Draft supplemental tenth circuit brief
03/22/18	S. Goldberg	2.50	937.50	Draft supplemental 10th circuit brief
03/23/18	S. Goldberg	2.40	900.00	Draft supplemental brief
03/25/18	S. Goldberg	5.50	1,031.25	Draft supplemental brief (Billed 1/2 time)
03/26/18	S. Goldberg	3.80	1,425.00	Revise, finalize, and file supplemental brief
03/26/18	M. Hunt	5.00	2,150.00	Collect orders and information needed to review supplemental brief and correspondence with W. Klein re timing(.2); read appellants' supplemental brief and review factual findings of district court (1.0); review and revise supplemental brief based on same (3.8)
<b>Total Hours</b>		<b>27.50</b>		
			<b>Total for Legal Fees</b>	<b>\$10,619.50</b>
			<b>Less Voluntary Reduction</b>	<b>(\$1,094.25)</b>
			<b>Total This Invoice</b>	<b>\$9,525.25</b>

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# EXHIBIT C



SALT LAKE CITY OFFICE  
801-933-7360

(Tax Identification No. 41-0223337)

STATEMENT OF ACCOUNT FOR PROFESSIONAL SERVICES

Klein & Associates, PLLC  
724 Sheringham Ct.  
Farmington, UT 84025

May 3, 2018  
Invoice No. \*\*\*\*\*

Client-Matter No.: 492728-00013  
Costs

**For Disbursements and Services Charges Rendered Through March 31, 2018**

**INVOICE TOTAL**

Total For Current Disbursements and Service Charges	\$195.84
<b>Total For Current Invoice</b>	<b>\$195.84</b>

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SALT LAKE CITY OFFICE  
801-933-7360

(Tax Identification No. 41-0223337)

STATEMENT OF ACCOUNT FOR PROFESSIONAL SERVICES

Klein & Associates, PLLC  
724 Sheringham Ct.  
Farmington, UT 84025

May 3, 2018  
Invoice No. \*\*\*\*\*

**Client-Matter No: 492728-00013**

**Costs**

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**For Disbursements and Service Charges Rendered Through March 31, 2018**

**Total for Legal Fees** **\$0.00**

**Disbursements and Service Charges**

Messenger Charges	34.75
Postage Charges	47.09
Filing Fee - Salt Lake City District Court - Foreign Judgment 02/13/18	35.00
Filing Fee - Farmington District Court - M&M Andreasen Foreign Judgment 02/13/18	35.00
Copies of Legal Documents - USDC - SLC - NNU - Exemplified copies of Judgement - rM&M Andreasen Investments and Carol Slaughter 02/01/18	44.00

**Total for Disbursements and Service Charges** **\$195.84**

**Total This Invoice** **\$195.84**

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